



First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018  
Tel 847 318-7575  
Fax 847 318-7588

RECORDATION NO. 23651-A FILED

VIA UPS 2<sup>nd</sup> DAY AIR

October 11, 2001

OCT 18 '01 1-50 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated September 20, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 23651.

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Bunge North America, Inc.  
11720 Borman Drive  
St. Louis, MO 63149-1000

A description of the railroad equipment covered by the enclosed document is fifty-two (52) 5150 cubic foot covered hopper cars, with car numbers FURX (see Exhibit A for exact car numbers).

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Bunge North America Inc., Lessee, covering 52 5150 cubic foot covered hopper cars, with car numbers FURX (see Exhibit A for exact car numbers).

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

*Susan Grokulsky*

Susan Grokulsky  
Manager - Documents Administration

Enclosures

(BUNG016)

ASSGN. NO.: BUNG016

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 20<sup>th</sup> day of September, 2001 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Bunge North America, Inc., a New York corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of February 1, 1999, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 16 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of May 4, 2001, and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: Susan Grokulska  
Name: SUSAN GROKULSKY  
Title: Mgr - Documents Admin.

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 20<sup>th</sup> day of September, 2001

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Lake

I, Tiffany L. Morrison, a Notary Public of the County and State aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 20<sup>th</sup> day of September, 2001.

Tiffany Morrison  
Notary Public

My Commission Expires:

4/23/05  
(Notary Public)



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SURFACE TRANSPORTATION BOARD

LESSEE:

BUNGE NORTH AMERICA, INC.

ATTEST:

By: [Signature]  
Name: [Signature]  
Title: ASSISTANT VICE PRESIDENT

By: [Signature]  
Name: Derrell Wallace  
Title: Vice President  
**Transportation Commodities Group**  
Executed on this 12 day of Sept, 2001.

[CORPORATE SEAL]

STATE OF Missouri  
COUNTY OF St. Louis

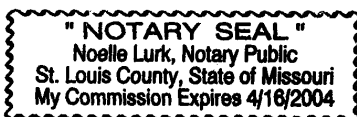
I, Noelle Lurk, a Notary Public of the County and State  
aforesaid, certify that Derrell Wallace personally appeared before me  
this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 12<sup>th</sup> day of September, 2001.

Noelle Lurk  
Notary Public

My Commission Expires:

April 16, 2004  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Fifty-two (52)

DESCRIPTION OF CARS:    5150 cu. ft. Covered Hopper cars

CAR NUMBERS:            See below

FURX	843553	NDYX	515983
FURX	843560	NDYX	515987
FURX	843569	NDYX	515993
FURX	843584	NDYX	515996
FURX	843597	NDYX	515998
FURX	843603	NDYX	516011
FURX	843606	NDYX	516020
FURX	843612	NDYX	516033
FURX	843616	NDYX	516034
FURX	843621	NDYX	516044
FURX	843622	NDYX	516046
FURX	843626	NDYX	516054
FURX	843629	NDYX	516061
FURX	843632	NDYX	516063
FURX	843635	NDYX	516071
FURX	843638	NDYX	516077
FURX	843646	NDYX	516080
FURX	843648	NDYX	516105
FURX	843651	NDYX	516107
FURX	843654	NDYX	516109
FURX	843659	NDYX	516112
FURX	843666	NDYX	516113
FURX	843679	NDYX	516115
FURX	843681	NDYX	516177
FURX	843691	NDYX	516186
FURX	843698		
NDYX	515973	Count:	52